

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TENNESSEE
(CHATTANOOGA)

IN RE:
LECTRUS CORPORATION, et al.,
Debtors.

Jointly Administered Under
Case No. 1:17-bk-15588-NWW
Chapter 11

NOTICE OF HEARING

Notice is hereby given that:

A hearing will be held on the *Debtors' Expedited Motion to Effect Clarifying Amendments to Order Granting Motion to Establish Bid and Sale Procedures* on **Thursday, March 1, 2018**, at **10:30 a.m.** in **Courtroom A** located at the United States Bankruptcy Court, Historic U.S. Courthouse, 31 East 11th Street, Chattanooga, TN 37402-2722.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.

If you do not want the court to grant the relief requested, you or your attorney must attend this hearing. If you do not attend the hearing, the court may decide that you do not oppose the relief sought in the *Debtors' Motion to Establish a Bar Date for Requests for Payment of Administrative Expense Claims Under 11 U.S.C. § 503(b)(9)* and may enter an order granting that relief.

DEBTORS' EXPEDITED MOTION TO EFFECT CLARIFYING AMENDMENTS TO ORDER GRANTING MOTION TO ESTABLISH BID AND SALE PROCEDURES

The above-captioned debtors (collectively, the “Debtors”) hereby move (“Motion”) the United States Bankruptcy Court for the Eastern District of Tennessee (this “Bankruptcy Court”) for order allowing clarifying amendments to the *Order Establishing Bid and Sale Procedures* (Doc. 145) (the “Bidding Procedures Order”) and approving the clarifying amendments to the bidding and sale procedures, which are described below.

Jurisdiction and Venue

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of the bankruptcy cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

Background

2. The Debtors commenced these cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on December 7, 2017 (the “Petition Date”).

3. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On December 29, 2017, the U.S. Trustee appointed a Committee of Unsecured Creditors pursuant to 11 U.S.C. §1102 (the “Committee”).

4. On December 27, 2017, the Debtors filed their *Motion for Order (A) Establishing Bid and Sale Procedures, and (B) Approving Sale of Assets Free and Clear of Liens, Claims and Encumbrances* (Doc. 75) (the “Sale Motion”).

5. By the Sale Motion, the Debtors sought a process to sell substantially all of the Debtors’ assets to the Stalking Horse Purchaser, or such other Successful Bidder(s) as may submit a higher or better bid(s) for the Purchased Assets. The assets subject to the Sale Motion are more fully described in Section 2.01 of the Stalking Horse Asset Purchase Agreement, and constitute substantially all of the Debtors’ assets.

6. In connection with maximizing the value of the Debtors’ estates, the Debtors also sought to establish reasonable bid and sales procedures in order to solicit higher and better cash offers for the Purchased Assets and to provide for an auction for substantially all of the Debtors’ assets. To that end, and without objection from any other party, including but not limited to, the

Office of the United States Trustee and the Official Committee of Unsecured Creditors appointed in these chapter 11 cases, this Court entered its Bidding Procedures Order on January 19, 2018.

7. In connection with the Sale Motion, the Court also entered *Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) Authorizing the Employment and Retention of Livingstone Partners LLC as Investment Banker for the Debtor and Debtor in Possession, Nunc Pro Tunc as of December 22, 2017* (Doc. 139).

8. Since entry of the Bidding Procedures Order and throughout the marketing process of the Debtor's assets, Livingstone Partners LLC ("Livingstone") has had multiple communications with parties that are only interested in bidding on all or portions of the Debtor's assets located at its Houston facility.

9. Although it remains the Debtors' intention to sell all of their assets through the sale, in order to truly maximize the value of all of its assets, in response to inquiries from parties who have conducted diligence on the assets of the Debtors, and in consultation with Livingstone, Winter Harbor Partners, the Debtors' senior secured lenders, the Debtors debtor-in-possession lenders, the United States Trustee and the Official Committee of Unsecured Creditors, the Debtors would like to clarify the Bidding Procedures Order in a way that expressly allows for the submission of separate bids for the Houston assets and the Chattanooga assets.

10. In order to encourage competitive bidding and maximize value for the benefit of the Debtors' chapter 11 estates, the Debtors believe that it would help the overall sale process to lower the good faith deposit amount for bidders that may only be interested in submitting bids for the assets located in Houston.

11. All other terms of the Bidding Procedures Order would remain the same. There would be no separate auctions; rather, and to maximize recovery, Livingstone, on behalf of the

Debtors, would allow parties to submit separate bids on the different assets of the Debtors. Interested parties can continue to bid on all of the Purchased Assets. All bids or combination of bids would be evaluated and considered, in accordance with the terms and conditions of the Bid Procedures, at the auction.

12. While the Debtors believe that the current Bid procedures allow for maximum flexibility for the Debtors to consider various bids, in an abundance of caution and to assist Livingston and prospective bidders, the Debtors believe that the clarifying the procedures is reasonable under the circumstances, will help further enhance the likelihood of generating higher bids for the Purchased Assets, and are in the best interests of the bankruptcy estates and their creditors. The proposed sale process provides an opportunity to maximize recovery for creditors.

Summary of Proposed Clarifying Changes to the Bidding Procedures Order

13. The Debtors hereby seek to clarify the Bidding Procedure Order and the bidding and sale procedures set forth herein (the “Amended Bidding Procedures”), which are designed to maximize value for the Debtors’ estates and ensure an orderly sale process. The Amended Bidding Procedures clarify the bidding procedures for the Debtor’s Houston assets:

- 7(a) A Qualified Overbidder who desires to make a bid must deliver a good faith deposit via wire transfer (or other form acceptable to the Debtors) to the Debtors’ counsel at Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, in an amount not less than: (i) \$150,000.00 if bidding on all or substantially all of the Purchased Assets, or all or substantially all of the Purchased Assets related to the Chattanooga operations; (ii) the lesser of (A) \$25,000, or (B) ten percent (10%) of the proposed purchase price if bidding for all or individual lots of Purchased Assets located at the Debtors’ Houston facility (the “Good Faith Deposit”) along with a copy of the Required Bid Documents (set forth herein) to be received no later than **5:00 p.m. (prevailing Eastern Time) on March 2, 2018** (the “Bid Deadline”). Upon receipt of any Required Bid Documents, counsel for the Debtors shall promptly serve copies of the Required Bid Documents upon all other Qualified Overbidders, the United States Trustee, and the Committee.
- 7(c)(i) A bona fide written offer stating that: (A) the Qualified Overbidder offers to purchase (1) all or substantially all of the Purchased Assets in cash, (2) all or substantially all of the Purchased Assets related to the Chattanooga operations in cash, or (3) all or individual lots of assets located in Houston in cash; (B) the Qualified

Overbidder is prepared and intends promptly to enter into a legally binding purchase and sale agreement for the acquisition of the Purchased Assets on terms and conditions no less favorable to the Debtors than those contained in the Motion, this Order, and the Stalking Horse Asset Purchase Agreement immediately following the conclusion of the Auction; and (C) the Qualified Overbidder's offer is irrevocable until the consummation of a Sale; and

- 7(d) Bid Requirements. All bids, **or combinations of bids**, must satisfy the following requirements (collectively, the "Bid Requirements"):
- 7(d)(ii) The Debtors must determine, after consulting with the Pre- Petition Secured Lenders, the DIP Lenders, and any Committee formed in these cases, that the bid **or combination of bids** (A) is not materially more burdensome or conditional than the transaction with the Stalking Horse Bidder pursuant to the Stalking Horse Asset Purchase Agreement; and (B) has a cash value of not less than \$6,250,000.00.

All other terms and conditions of the Bid Procedures Order not expressly modified above shall remain in full force and effect.

**The Clarified Bidding Procedures Are Reasonable and
Are Designed to Encourage Competitive Bidding**

14. The Debtors respectfully submit that the proposed Clarified Bidding Procedures will further encourage competitive bidding and, thus, maximize the value of the Purchased Assets. With respect to procedures governing the sale of estate property under 11 U.S.C. § 363, Fed. R. Bankr. P. 6004 solely provides that a sale outside the ordinary course of business may be by private sale or public auction and that the debtor must identify the property to be sold along with the price to be received. Fed. R. Bankr. P. 6004(f). Notwithstanding, “[i]t is a well-established principle of bankruptcy law that the objective of bankruptcy rules and the [Debtors’] duty with respect to such sales is to obtain the highest price or greatest overall benefit possible for the estate.” *In re Atlanta Packaging Products, Inc.*, 99 B.R. 124, 131 (Bankr. N.D. Ga. 1988). Additionally, courts have long recognized the need for competitive bidding as “[c]ompetitive bidding yields higher offers and thus benefits the estate. Therefore, the objective

is ‘to maximize bidding, not restrict it.’” *Id.* In light of these principles, it is generally held that a court should evaluate the proposed agreement or transaction as a whole if the agreement is supported by an articulated business judgment, rather than evaluating individual provisions in a vacuum.

15. As set forth *supra*, the Clarified Bidding Procedures are designed to protect the interests of the Debtors and the estates in maximizing the value of the Purchased Assets from a sale while ensuring an expeditious and efficient administration of the Assets and, thus, avoiding any potentially unnecessary administrative expenses. Accordingly, the Debtors respectfully submit that the Court should approve the proposed Clarified Bidding Procedures.

WHEREFORE, the Debtors respectfully request this Bankruptcy Court enter an order: (1) granting the Motion in its entirety, (2) finding notice of the Motion and associated pleadings due and proper, (3) approving the proposed Clarified Bidding Procedures in their entirety and without modification, (4) clarifying the Bidding Procedures Order to the extent necessary to render it consistent with the Clarified Bidding Procedures, and (5) granting any further or additional relief the Court deems just and proper.

Dated: February 23, 2018

Respectfully submitted,

BAKER, DONELSON, BEARMAN, CALDWELL
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CERTIFICATE OF SERVICE

I hereby certify that on the 23rd day of February, 2018, a copy of the foregoing electronically filed pleading was served on the parties listed on the attached creditor matrix and the office of the U.S. Trustee by first-class mail, postage prepaid, unless said party is a registered CM/ECF participant who has consented to electronic notice, and the Notice of Electronic Filing indicates that Notice was electronically mailed to said party. Notice is also being sent to the below parties by first-class mail, postage prepaid.

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P.O. Box 660481
Dallas, TX 75266-0481

Finn Dixon & Herling LLP
Six Landmark Square
Stamford, CT 06901-2705

Five Star Food Service
P.O. Box 733261
Dallas, TX 75373-3261

G&H Diversified Manufacturing, LLP
11660 Brittmoore Park Drive
Houston, TX 77041-6917

GE Industrial Solutions
41 Woodford Ave.
Plainville, CT 06062-2372

GE Industrial Systems
P.O. Box 402497
Atlanta, GA 30384-2497

GGR International, Inc.
25511 Budde Road, Suite 402
The Woodlands, TX 77380-2080

General Electric Industrial Systems
41 Woodford Ave.
Plainville, CT 06062-2392

Georgia Department of Community Affairs
Attn: Industrialized Building Program
60 Executive Park South, NE
Atlanta, GA 30329-2257

GetGo, Inc.
File 50264
P.O. Box 50264
Los Angeles, CA 90074-0264

Gexpro
P.O. Box 742833
Atlanta, GA 30384-0001

Gilbert LLP
1100 New York Avenue, NW
Suite 700
Washington, DC 20005-4376

GoKeyLess
3646 Cargo Road
Vandalia, OH 45377-1008

Case 1:17-bk-15588-NWW

Goldner Associates
231 Venture Circle
Nashville, TN 37228-1603

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Granger Associates
Dept. 816110621
P.O. Box 419267
Kansas City, MO 64141-6267
1333 Camino Del Rio South, Suite 310
San Diego, CA 92108-3520

Graybar Electric Co., Inc.
P.O. Box 403052
Atlanta, GA 30384-3052

Great American Insurance Company
Attn: Joseph Haverkamp
301 East Fourth Street, 27th Floor
Cincinnati, OH 45202-4257

Great American Life Insurance Company
Attn: Joseph Haverkamp
301 East Fourth Street, 27th Floor
Cincinnati, OH 45202-4257

Gulf Coast Crating
1310 E. Richey Road
Houston, TX 77073-3505

HD Special - Situations II, LP
Attn: Todd Blankfort
One Maritime Plaza, Suite 825
San Francisco, CA 94111-3418

HD Special - Situations III, LP
Attn: Todd Blankfort
One Maritime Plaza, Suite 825
San Francisco, CA 94111-3418

HR Direct/G.Neil
P.O. Box 669390
Pompano Beach, FL 33066-9390

Hamilton County Trustee
Attn: Bankruptcy Dept.
625 Georgia Avenue, Room 210
Chattanooga, TN 37402-1494

Harris County et al.
c/o John P. Dillman
Linebarger Goggan Blair & Sampson LLP
P.O. Box 3064
Houston, Tx 77253-3064

Hartford Fire Insurance Company
Bankruptcy Unit, NP-3
Hartford Plaza
Hartford, CT 06155-0001

Hewlett Packard Enterprise
Hewlett Packard Financial Services Co.
200 Connell Drive, Suite 5000
Berkeley Heights, NJ 07922-2816

Hewlett-Packard Financial Services Co.
P.O. Box 402582
Atlanta, GA 30384-2582

Holiday Gift Check Program
1400 Opus Place, #810
Downers Grove, IL 60515-5708

Holiday Inn Hamilton Place
2232 Center Street
Chattanooga, TN 37421-2501

Holston Gases
1105 Stuart Street
Chattanooga, TN 37406-1716

Home Depot-Houston
Dept. 32-2541454520
P.O. Box 78047
Phoenix, AZ 85062-8047

Horizon Electronics, Inc.
P.O. Box 23683
Chattanooga, TN 37422-3683

Hubbush Glass Company
1855 Central Avenue
Chattanooga, TN 37408-2222

Hydradyne, LLC
P.O. Box 974799
Dallas, TX 75397-4799

INTERNAL REVENUE SERVICE, CIO
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2970 MARKET STREET
PHILADELPHIA, PA 19104-5002

INTSEL STEEL DISTRIBUTORS
11310 WEST LITTLE YORK
HOUSTON, TX 77041-4917

Imetco, Incorporated
P.O. Box 171
Brimfield, IL 61517-0171

Incentive Services, Inc.
7667 Cahill Road
Edina, MN 55439-2705

Ingersoll Rand
2020 Polymer Dr.
Chattanooga, TN 37421-6211

Ingersoll Rand
Attn: Paul Kolesar
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Ingersoll-Rand Air Ctr.
15768 Collections Center Drive
Chicago, IL 60693-0157

Ingersoll-Rand Industrial Tech
15768 Collections Center Drive
Chicago, IL 60693-0157

Case 1:17-bk-15588-NWW

Iron Mountain
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Iron Mountain Information Management, Inc. J M Specialties, Inc.
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1 Federal St. Chattanooga, TN 37404-3245
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J.A. King Company, LLC
P.O. Box 160
Whitsett, NC 27377-0160

JBS
147 Old Black Oak Ridge Road
Dayton, TN 37321-5792

James Beers, VP Finance & IT
1919 Polymer Dr.
Chattanooga, TN 37421-2204

Jason D. Kraus
Kraus Law Firm
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Houston, TX 77069-4210

Johnson Construction Specialties
P.O. Box 1360
Houston, TX 77251-1360

Johnson Controls, Inc.
P.O. Box 730068
Dallas, TX 75373-0068

Junior Achievement
5721 Marlin Road, Suite 3400
Chattanooga, TN 37411-5647

Katy Coatings Company
19127 Rebel Yell Drive
Katy, TX 77449-5276

Kendall Electric, Inc.
Attn: Credit Dept.
5101 S. Sprinkle Rd.
Portage, MI 49002-2049

Kendall Electric, Inc.
P.O. Box 671121
Detroit, MI 48267-1121

Keystone Engineering, Inc.
1100 West Causeway Approach
Mandeville, LA 70471-3038

Kloeckner Metals Corp-ALP
500 Colonial Center Parkway
Roswell, GA 30076-8853

LGS Technologies
P.O. Box 763039
Dallas, TX 75376-3039

Lane Equipment Company
2030 Richmond Avenue
Houston, TX 77098-3424

Lane Equipment Company
P.O. Box 540909
Houston, TX 77254-0909

Lectrus Holding Corporation
P.O. Box 22548
Chattanooga, TN 37422-2548

Lewis Brisbois Bisgaard & Smith LLP
2929 North Central Ave.
Suite 1700
Phoenix, AZ 85012-2761

Livingstone Partners, LLC
443 North Park Clark St.
Chicago, IL 60654

Lockwood Industries, Inc.
1100 Corporate Drive
Burlington, Ontario, Canada L7L 5R6
Burlington, ON

M2 Lease Funds LLC
Attn: Christine Kennedy, CFO
175 N. Patrick Blvd., Suite 140
Brookfield, WI 53045-5811

MD Dept. of Housing & Community Devel.
Division of Finance-Central Cashier
P.O. Box 2521
Landover Hills, MD 20784-0521

MTY Technologies
5806 S. Meadow Dr.
Pasadena, TX 77505-2322

Machale A. Miller
1515 Poydras Street
Suite 2130
New Orleans, LA 70112-3754

Machale A. Miller
Miller & Williamson, LLC
1515 Poydras St., #2130
New Orleans, LA 70112-3754

Majestic Steel USA, Inc.
NW 6118
P.O. Box 5161
Minneapolis, MN 55485-6118

March Adams & Associates, Inc.
P.O. Box 3689
Chattanooga, TN 37404-0689

Marco Specialty Steel, Inc.
P.O. Box 750518
Houston, TX 77275-0518

Marvair, a division of Airxcel, Inc.

P.O. Box 400

Cordele, GA 31010-0400

Matheson TRI-GAS Inc.

P.O. Box 123028

Dept. 3028

Dallas, TX 75312-3028

Mayer Electric Supply Company, Inc.

P.O. Box 896537

Charlotte, NC 28289-6537

McCauley Lumber

626 Aldine Bender

Houston, TX 77060-4598

McMaster-Carr Supply Co.

P.O. Box 7690

Chicago, IL 60680-7690

McMaster-Carr Supply Company

1901 Riverside Parkway

Douglasville, GA 30135-3150

Meitec

2800 Veterans Memorial Blvd.

Metairie, LA 70002-6178

Miller Electrical Contractors

613 Shallowford Road

Chattanooga, TN 37411-1404

Mobile Mini, Inc.

P.O. Box 7144

Pasadena, CA 91109-7144

Mobile Modular Management

P.O. Box 45043

San Francisco, CA 94145-0043

Mobile Modular Management Corporation

4445 East Sam Houston Pkwy. So.

Pasadena, TX 77505-3912

Mobile Modular Management Corporation

c/o Niel Bansraj

5700 Las Positas Rd.

Livermore, CA 94551-7806

N.C.F.I.

P.O. Box 890616

Charlotte, NC 28289-0616

Nappco Fastener Company

7330 North Sam Houston Pkwy. West

Houston, TX 77064-3580

Net Star Internet

P.O. Box 301857

Dallas, TX 75303-1857

Nolan Power Group

P.O. Box 54986

New Orleans, LA 70154-4986

Northern Air Systems, Inc.

3605 Buffalo Road

Rochester, NY 14624-1120

Nova Healthcare TN, PLLC

P.O. Box 840138

Dallas, TX 75284-0138

O'Neal Steel, Inc. - Tennessee

P.O. Box 934243

Atlanta, GA 31193-4243

O'Neal Steel, Inc. - Texas

P.O. Box 934243

Atlanta, GA 31193-4243

Office Depot

P.O. Box 633301

Cincinnati, OH 45263-3301

Oglethorpe Power Corporation

2100 E. Exchange Place

Tucker, GA 30084-5336

Oil Service, Inc.

3498 Grand Avenue

Pittsburgh, PA 15225-1508

On Time Express, Inc.

733 W. 22nd St.

Tempe, AZ 85282-1905

PPG Industries, Inc.

19699 Progress Drive

Strongsville, OH 44149-3298

PPG Industries, Inc.

P.O. Box 534991

Atlanta, GA 30353-4991

Pacesetter

P.O. Box 684005

Houston, TX 77268-4005

Precision Scales, Inc.

5829 W. Sam Houston Pkwy. N, #205
Houston, TX 77041-5156

ProStar Services

P.O. Box 110209
Carrollton, TX 75011-0209

Product Identification, Inc.

P.O. Box 13157
Research Triangle Park, NC 27709-3157

Professional Plastics, Inc.

Dept. LA 23218
Pasadena, CA 91185-3218

Prominent Transport, LLC

Bibby Transportation Finance Inc.
P.O. Box 100920
Atlanta, GA 30384-0920

Providence Engineering &

Environmental Group, LLC
1201 Main Street
Baton Rouge, LA 70802-4658RFE Management Corporation
c/o RFE Investment Partners
36 Grove St.
New Canaan, CT 06840-5329RIS Insulation Supply
845 Greens Parkway, Suite 150
Houston, TX 77067-4460RPM Expedite Inc.
100 Exchange Drive
Brampton, Ontario, Canada
L6S 0C8RPM Expedite USA
100 Exchange Drive
Brampton, Ontario, Canada
L6S 0C8
Brampton, ONRadiant Global Logistics
733 W. 22nd St.
Tempe, AZ 85282-1905Ready Refresh
P.O. Box 856680
Louisville, KY 40285-6680Reily/Wesco
ABA 043000096
P.O. Box 676780
Dallas, TX 75267-6780Rhonda Beard, VP Human Resources
1919 Polymer Dr.
Chattanooga, TN 37421-2204Roxtec Inc.
1806 Solutions Center
Chicago, IL 60677-1008Royal Cabling Techsus LLC
1918 Ridgewood Street
Houston, TX 77006-1729SHRED-IT USA
28883 Network Place
Chicago, IL 60673-1288STORE Master Funding VI, LLC
8377 E. Hartford Dr., Suite 100
Scottsdale, AZ 85255-5686SULLIVAN-BROUGH INC
1121 E WALLACE
FORT WAYNE, IN 46803-2555Safety RX Services & Supply Corp.
2835 E. Sam Houston Pkwy. S
Pasadena, TX 77503-4015Safety Shoe Distributors, LLP
9330 Lawndale
Houston, TX 77012-2705Safety-Kleen Systems, Inc.
P.O. Box 650509
Dallas, TX 75265-0509Safetywear
Sullivan-Brough, Inc.
24117 Network Place
Chicago, IL 60673-1117Sales Force
123 Mission
San Francisco, CA 94105-1681Sam's Club Direct
P.O. Box 530930
Atlanta, GA 30353-0930Samuel, Son & Company, Inc.
24784 Network Place
Chicago, IL 60673-1247Sandler Training of Chattanooga
1200 Market Street
Old Freight Depot
Chattanooga, TN 37402-2713

Schneider Electric USA, Inc.
Tim Luksetich
3700 6th Street
Cedar Rapids, IA 52404-5403

(c) SCHWEITZER ENGINEERING LABORATORIES, INC.
ATTN: LEGAL DEPARTMENT
2440 NE HOPKINS CT
PULLMAN WA 99163-5616

Scott Machine Development Corporation
P.O. Box 88
Walton, NY 13856-0088

Service Partners
c/o Accounts Receivable
841 Great Southwest Parkway
Arlington, TX 76011-5428

Shred-It USA LLC
7734 S 133rd Street
Omaha, NE 68138-3499

Sierra Pacific Engineering & Products
4041 Via Oro Avenue
Long Beach, CA 90810-1458

Skelton Business Equipment
901 W. Main
Tomball, TX 77375-5591

South Atlantic LLC
P.O. Box 890425
Charlotte, NC 28289-0425

Southway Crane & Rigging-Atlanta, LLC d/b/a
c/o David A. Garland
Moore Clarke DuVall & Rodgers, P.C.
Post Office Drawer 71727
Albany, GA 31708-1727

Southway Crane & Rigging-Macon, LLC
222 New Dunbar Road
Byron, GA 31008-6337

Spray Pump Services, LLC
719 E. Pearce
La Porte, TX 77571

Stanley Convergent Security Solutions
Dept Ch 10651
Palatine, IL 60055-0001

State of New Hampshire
State Fire Marshall's Office
33 Hazen Drive
Concord, NH 03305-0011

Steel & Pipe Supply Co. Inc.
555 Poyntz Ave.
Manhattan, KS 66502-0126

Steel & Pipe Supply Company Inc.
P.O. Box 731266
Dallas, TX 75373-1266

Steffner Family Partnership
1724 Central Avenue
Chattanooga, TN 37408-2219

Steffner Family Partnership, L.P.
c/o Jimmy Steffner
1724 Central Avenue
Chattanooga, TN 37408-2219

Stericycle
P.O. Box 6582
Carol Stream, IL 60197-6582

Sterling Fire Protection, LLC
P.O. Box 470
Pearland, TX 77588-0470

Sterling First Aid & Safety Supply, Inc.
P.O. Box 2116
Pearland, TX 77588-2116

Steven Hudgins
Hudgins Law Firm
24 Greenway Plaza, Suite 2000
Houston, TX 77046-2444

Summit Electric Supply
P.O. Box 848345
Dallas, TX 75284-8345

Sun Coast Resources, Inc.
P.O. Box 202603
Dallas, TX 75320-2603

Sun Coast Resources, Inc.
c/o Mike Stoner
6405 Cavalcade St. Bldg. 1
Houston, TX 77026-4315

Sweetwater Valley Oil Co.
P.O. Box 537
Sweetwater, TN 37874-0537

T K Group, Inc.
Hearing Conservation Division
1781 S. Bell School Rd.
Cherry Valley, IL 61016-9338

T.R. Arnold & Associates, Inc.
4703 Chester Drive
Elkhart, IN 46516-9641

Tabco Business Forms, Inc.
1100 S. State Road 46
Terre Haute, IN 47803-9314

Tennessee American Water
P. O. Box 578
Alton, IL 62002-0578

Tennessee Roofing and Construction, Inc.
8427 Hixson Pike
Hixson, TN 37343-1557

Tennessee Valley Authority
P.O. Box 1500
Knoxville, TN 37901

Texas Dept. of Licensing & Regulation
Licensing Division
P.O. Box 12157
Austin, TX 78711-2157

Texas Towel & Supply, Inc.
P.O. Box 15128
Houston, TX 77220-5128

The Ultimate Software Group, Inc.
c/o Robert Manne
1455 North Park Drive
Weston, FL 33326-3215

Thermal Resource Sales, Inc.
P.O. Box 667
Kernersville, NC 27285-0667

Thrifty Car Rental-Commercial Billing
14501 Hertz Quail Springs Pkwy
Oklahoma City, OK 73134-2628

Thyssen Krupp Steel Services
Woodstock, AL)
P.O. Box 2625
Carol Stream, IL 60132-2625

Tri-State Electrical Contractors, Inc.
4701 Wilson Road
Building A
Chattanooga, TN 37410-2140

Trumpf, Inc.
Dept. 135
P.O. Box 150473
Hartford, CT 06115-0473

Turtle & Hughes
1900 Lower Road
Linden, NJ 07036-6586

Twelco, Inc.
15411 Treichel Road
Tomball, TX 77377-6138

U.S. Postal Service
GMF Window Service
Chattanooga, TN 37422-2147

UPS
P.O. Box 577
Carol Stream, IL 60132-0577

Uline
P.O. Box 88741
Chicago, IL 60680-1741

Ultimate Software Group, Inc.
P.O. Box 930953
Atlanta, GA 31193-0953

Ultimate Software Group, Inc. (UltiPro)
2000 Ultimate Way
Weston, FL 33326-3643

United Emertech
3005 S. Hickory Street
Chattanooga, TN 37407-1425

United Power and Control Systems, LLC
P.O. Box 446
Spring, TX 77383-0446

United Rentals (North America)
P.O. Box 100711
Atlanta, GA 30384-0711

United States Trustee
Historic U.S. Courthouse
31 E. Eleventh Street
Fourth Floor
Chattanooga, TN 37402-4205

Valmont Structures
3575 25th Street SE
Salem, OR 97302-1123

VisionMark Nameplate Company, LLC
P.O. Box 280
New Knoxville, OH 45871-0280

Voltech Electrical, LLC
P.O. Box 2833
Spring, TX 77383-2833

W.J. O'Neil Company
P.O. Box 2006
Chattanooga, TN 37409-0006

Waste Services of Tennessee
P.O. Box 180600
Chattanooga, TN 37406-7600

Weiser Security
P.O. Box 51720
New Orleans, LA 70151-1720

Wells Fargo Vendor Fin. Services
P.O. Box 105710
Atlanta, GA 30348-5710

Wells Fargo Vendor Financial Svcs., LLC
1961 Hurst Drive
Moberly, MO 65270-3046

Wex Bank
P.O. Box 5727
Carol Stream, IL 60197-5727

Whitfield Oil Company
Alice Womack, Customer Relations
PO Box 155
Chickamauga, GA 30707-0155

Whitfield Oil Company
Attn: Credit Dept
222 Industrial Dr.
P.O. Box 155
Chickamauga, GA 30707-0155

Wholesale Electric Supply
Company of Houston
P.O. Box 732778
Dallas, TX 75373-2778

Willis Insurance Services of Georgia
29727 Network Place
Chicago, IL 60673-1297

Wood Alternator and Starter
680 Aldine Mail Route
Houston, TX 77037-1748

Xerox Capital
P.O. Box 802555
Chicago, IL 60680-2555

YRC
P.O. Box 730375
Dallas, TX 75373-0375

Yale Carolinas, Inc.
dba Wheeler Material Handling
9839 S. Tryon Street
Charlotte, NC 28273-6505

m2 Lease Funds, LLC
c/o Russell S. Long
Davis & Kuelthau, s.c.
111 East Kilbourn Avenue, Ste. 1400
Milwaukee, WI 53202-6613

Shaun Martin
Winter Harbor, LLC
265 Franklin Street, 10th Floor
Boston, MA 02110-3113

Joseph Greenwood
Livingstone Partners, LLC
443 N. Clark Street
Chicago, IL 60654-4540

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

TXU Energy
P.O. Box 650638
Dallas, TX 75265-0638

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

(d)Jason D. Kraus
The Kraus Law Firm
5625 Cypress Creek Parkway, Ste. 308
Houston, TX 77069-4210

(d)Johnson Construction Specialties Inc.
P.O. Box 1360
Houston, TX 77251-1360

(d)Marlboro Manufacturing, Inc.
11750 Marlboro Avenue NE
Alliance, OH 44601-9798

End of Label Matrix
Mailable recipients 320
Bypassed recipients 12
Total 332